UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC. TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC, Plaintiffs, vs. YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC., Defendants.	NO. 07-CV-2203
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., et al., on behalf of themselves and all others similarly situated, Plaintiffs, vs. YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC., Defendants.	NO. 07-CV-3582

VIDEOTAPED DEPOSITION OF KEVIN DONAHUE
SAN FRANCISCO, CALIFORNIA
WEDNESDAY, OCTOBER 15, 2008

BY: ANDREA M. IGNACIO HOWARD, CSR, RPR, CLR
CSR LICENSE NO. 9830
JOB NO. 15912

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OCTOBER 15, 2008

9:07 a.m.

VIDEOTAPED DEPOSITION OF KEVIN DONAHUE, SHEARMAN & STERLING, 525 Market Street, San Francisco, California, pursuant to notice, before ANDREA M. IGNACIO HOWARD, CLR, RPR, CSR License No. 9830.

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A P P E A R A N C E S (Continued.)

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09:23:47 A I would -- I would speak with various media companies, providers of video content, and we would negotiate terms of an agreement which we would sign regarding the licensing of their programming for the service.

09:24:06 Q And did Akimbo pay for the licenses?

09:24:25 A It was primarily revenue-share oriented.

09:24:28 Q And --

09:24:29 A I think in some cases we did pay guarantees or some sort of license fees.

09:24:34 Q And when you say revenue sharing, are you referring to revenue sharing of advertising revenue?

09:24:40 A Akimbo's model was a combination of a few different things. It's probably why it didn't work. They had a pay-per-view and a subscription model and then I think they were hoping to have an advertising model at some point, but they never did, to my knowledge.

09:24:57 Q And you were at Akimbo until January of 2006; is that correct?

09:25:08 A Yeah, that's right.

09:25:08 Q And in January of 2006, you joined YouTube?

09:25:11 A Yeah.

09:25:11 Q And in what capacity did you join YouTube?

09:25:15 A I joined as the VP of marketing and
09:25:17 programming.
09:25:18 Q And who did you report to in the January '06
09:25:24 time period?
09:25:25 A Chad Hurley.
09:25:26 Q Did you have any direct reports to you?
09:25:34 A Yeah, Julie Supan reported to me, and then
09:25:40 later, for a short period of time, Micah Schaffer
09:25:44 reported to me. I'd say a few weeks later, after I
09:25:47 started, I believe.
09:25:48 Q And what were you hired to do as the VP of
09:25:52 marketing and programming?
09:25:54 A I was to manage PR, which Julie was sort of
09:25:59 handling on a more day-to-day level. I was to look
09:26:06 for ways to, you know, market YouTube in various ways.
09:26:14 We were just looking at, you know, how -- how
09:26:20 would we -- how would we, you know, grow the business,
09:26:23 and -- and -- and then the programming piece of what I
09:26:27 was doing was -- it was -- the initial idea was to
09:26:35 kind of redesign the site to some degree and go out
09:26:39 and license programming from providers of content,
09:26:44 similar to what I did at Akimbo, and create areas on
09:26:48 the site where we could really, you know, promote that
09:26:53 content we had licensed from these providers of

09:26:56 content.

09:26:59 Q And how did you come to leave Akimbo and go

09:27:02 work for YouTube?

09:27:04 A What do you mean exactly by that?

09:27:06 Q How did you hear about an opportunity at

09:27:07 YouTube?

09:27:10 A I noticed YouTube in the blogs and saw that

09:27:14 it had been commented on a few times as being

09:27:18 something that was interesting, and so I went to the

09:27:20 site. It looked very interesting to me, and so I was

09:27:26 asking people I knew about the company.

09:27:30 I spoke to my brother about it, whose name is

09:27:35 Ryan Donahue, and Ryan used to work at PayPal with

09:27:40 Chad Hurley. So Ryan mentioned to me that Chad was

09:27:44 the CEO of the company, and that really kind of gave

09:27:47 me the motivation to contact Chad and to say to him,

09:27:53 you know, I'd be interested in speaking to you about,

09:27:56 you know, working with you. Does that make sense?

09:28:03 Q And after you contacted Chad Hurley, at some

09:28:09 point you were hired; correct?

09:28:11 A That's correct.

09:28:12 Q The rest, as they say, is history?

09:28:15 A I guess so.

09:28:25 MS. CUNHA: Let's mark this as the first

10:45:06 MR. MANCINI: Objection to form.

10:45:10 THE WITNESS: I don't think so. I don't remember.

10:45:11 MS. CUNHA: Q. You never had any communications like that with him?

10:45:14 A Could have been, but I -- I don't recall.

10:45:16 Q How about with Maryrose Dunton?

10:45:19 MR. MANCINI: Same objection.

10:45:20 THE WITNESS: I don't think so.

10:45:21 MS. CUNHA: Q. Was your position restructured at some point after you joined?

10:45:28 A Yes, it was.

10:45:28 MR. MANCINI: Objection to form.

10:45:29 MS. CUNHA: Q. And when was that?

10:45:34 A By "restructured," I'm assuming you mean did I change my position? Was -- was I put into a different position from what I started as? Is that what you mean?

10:45:42 Q Sure.

10:45:46 A And -- and you're saying when was that? When did that change?

10:45:49 Q When did that occur?

10:45:50 A A few months into the position.

10:45:53 Q And how did your position change?

10:45:55 A I started as VP of marketing and programing,
10:45:58 and I became VP of content. And rather than reporting
10:46:02 to Chad Hurley, I reported to Chris Maxcy.
10:46:06 Q And what is your understanding as to why your
10:46:08 position changed?
10:46:11 A I don't know.
10:46:14 Q No one told you?
10:46:17 A It -- as I recall, it just seemed to make
10:46:21 more sense that my focus should be on the content
10:46:26 partnerships, and that was my experience and
10:46:32 expertise. I was happy to pursue that as my -- as my
10:46:37 focus, as opposed to the marketing and programming
10:46:41 role.
10:46:42 Q Who communicated this change to you?
10:46:44 A Chad Hurley.
10:46:44 Q And what did he say when he communicated it
10:46:46 to you?
10:46:51 A I don't recall specific words he said, but
10:46:53 something to the effect of what I just told you.
10:46:56 Q Did he express any -- strike that.
10:47:05 Did he -- did he express to you that there
10:47:10 was any dissatisfaction with the way you had been
10:47:11 performing your job up to that point?
10:47:14 A No, he didn't.

environment we're in, things are fast-moving, and we're very busy, and you're in a startup environment where things are coming together and ideas are being sent around in e-mail constantly. You don't always follow up on -- on e-mails that you are CCed on.

MS. CUNHA: Q. You see it refers to "We should probably de-feature this," and then it has a link?

A I see that.

Q Do you know what it means to "de-feature" something on YouTube?

A I'm assuming he -- he may have been talking about we had one area where we would feature videos, which is the Homepage. So I'm assuming he means removing it from being a featured video on the Homepage.

Q How did something become a featured video?

A Someone would feature it with a tool that we would use.

Q And in the 2006 time frame, who would do the featuring?

A Originally it was Steve who did it, and then it was my job to do it, and after that, I believe, Maryrose did it, and now other people do it.

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